

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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IN RE	:		Chapter 11
	:		
OWENS CORNING, <u>et al.</u> ,	:		Case Nos. 00-3837 to 3854 (JKF)
	:		(Jointly Administered)
	:		
	:		Hearing Date: February 28, 2005 at 10 a.m.
Debtors.	:		Refs. Nos. 14180, 14466
	:		
	:		
	X		

MOTION FOR LEAVE TO FILE REPLY MEMORANDUM

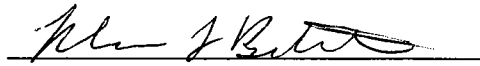
Credit Suisse First Boston (“CSFB”), as Agent for the prepetition bank lenders to Owens Corning and certain of its subsidiaries, respectfully requests permission to file a short reply to the Debtors’ “conditional opposition” to CSFB’s motion for leave to pursue certain claims derivatively, in the form attached hereto as Exhibit “A.” *See* Del. Bankr. L.R. 9006-1(d). Leave is warranted here because the Debtors’ response has conceded the potential merit of CSFB’s proposed lawsuit and redefined the determinative issue on the motion simply as whether CSFB should be required to indemnify Owens Corning and all of its officers, directors, employees and agents against hypothetical counterclaims.

While CSFB fully briefed the issues that have been identified in the case law as relevant to the Court’s decision on the pending motion, Owens Corning’s reliance on an issue unprecedented in the case law—especially one that it claims to be dispositive—warrants a short reply so that the parties’ respective positions are fairly presented for the Court’s consideration. Accordingly, it is respectfully submitted that a reply brief would allow the issues to be fully aired and would assist the Court in its resolution of the pending motion.

WHEREFORE, CSFB respectfully requests the entry of an Order granting permission to file the Reply. A proposed form of order is attached hereto as Exhibit “B.”

Dated: February 18, 2005

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